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**LIMITED LIABILITY COMPANY****SAN GELATO CAFE OF SUNSET, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SAN GELATO CAFÉ OF SUNSET, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

**ARTICLE I - NAME**

The name of this limited liability company is **SAN GELATO CAFÉ OF SUNSET, LLC** (the "Company").

**ARTICLE II - PERIOD OF DURATION**

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III - PURPOSE**

The purpose of the Company is to own and operate a café and any other lawful activity. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - MAILING AND STREET ADDRESS  
OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing address for the principal office of the Company is 236 Miracle Strip Parkway S.E., Fort Walton Beach, FL 32548 and the street address of the initial principal office of the Company is 5701 Sunset Drive, Shops at Sunset Place, Suite A2, South Miami, FL 33143.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet whose address is 1201 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VII- CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

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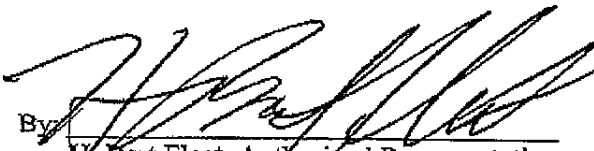
ARTICLE VIII- MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore a manager-managed limited liability company. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Guido Tremolini, whose address is 236 Miracle Strip Parkway S.E., Fort Walton Beach, FL 32548.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, FL 32579.

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 20<sup>th</sup> day of March, 2002, as the authorized representative for the Member(s) of the Company.

By   
H. Bart Fleet, Authorized Representative

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ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, SAN GELATO CAFÉ OF SUNSET, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 20<sup>th</sup> day of March, 2002.



H. Bart Fleet, Registered Agent

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